

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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March 11, 2002

Wireless Telecommunications Bureau  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245

**Re: FCC Form 602 Prospective Ownership Report  
McLeodUSA Incorporated**

Dear Sir or Madam:

On behalf of McLeodUSA Incorporated, transmitted herewith are an original and one (1) copy of its FCC Form 602 ownership report, reflecting its prospective ownership pursuant to a proposed transaction, see FCC File No. 0000780578.

Please date-stamp the enclosed extra copy provided for this purpose and return it to our offices. Should you have any questions concerning this matter, please do not hesitate to contact the undersigned at (202) 424-7673.

Very truly yours,



Nancy Kilien Spooner

Enclosures



3/22/02 BSH

**Applicant / Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): McLeodUSA Incorporated		3) FCC Registration Number (FRN): 0004198446	

**Related FCC Regulated Businesses of Applicant / Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:
IWL Communications, Inc. 6400 C Street, S.W., P.O. Box 3 177 Cedar Rapids, IA 52406	Telecommunications	0001643766	100% indirect
Spacelink Systems, Inc. 6400 C Street, S.W., P.O. Box 3 177 Cedar Rapids, IA 52406	Telecommunications	0006240493	100% indirect
McLeodUSA Telecom Development, Inc. 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406	Telecommunications	0006335046	100% indirect
McLeodUSA Community Telephone, Inc. 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406	Telecommunications	0005158878	100% indirect
Illinois Consolidated Telephone Company 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406	Telecommunications	0004333712	100% indirect
Dakota Community Telephone, Inc. 6400 C Street, S.W., P.O. Box 3 177 Cedar Rapids, IA 52406	Telecommunications	0006383392	100% indirect
Greene County Partners, Inc. 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406	Telecommunications	0004154605	85% indirect
Illinois SMSA Limited Partners 6400 C Street, S. W., P.O. Box 3 1 77 Cedar Rapids, IA 52406	Telecommunications	00028407 18	27% indirect

**Signature**

**5) Typed or Printed Name of Party Authorized to Sign**

First Name: David	MI: R.	Last Name: Conn	Suffix:
Title: Vice President			

Signature: 	Date: 3/08/02
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Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).**

McLeodUSA Incorporated

FRN 0004198466

FCC Form 602 Main Form

Additional listing for Item 4

4a) McLeodUSA Telecommunications Services, Inc.

6400 C Street, S.W., P.O. Box 3177

Cedar Rapids, IA 52406

4b) Telecommunications

4c) 0003716073

4d) 100% indirect

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Forstmann Little &amp; Co. Equity Partnership-V, L.P. ("Equity-V")</b>		3) FCC Registration Number(FRN): <b>0006586531</b>	
4) Disclosable Interest Holder's Address: <b>767 Fifth Avenue, New York, NY 10153</b>			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>10.9%</b>	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting -- ( ) Non-Voting		8) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Direct shareholder</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 7. (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO Communications, Inc.</b> <b>11111 Sunset Hills Road</b> <b>Reston, VA 22102</b>	Telecommunications		
<b>Citadel Communications Corporation</b> <b>City Center West, Suite 400</b> <b>7201 Mead Boulevard</b> <b>Las Vegas, NV 89128</b>	Broadcasting		

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

5) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
6) Disclosable Interest Holder's Name (if entity): <b>Forstmann Little &amp; Co. Subordinated Debt and Equity Management Buyout Partnership-VII, L.P. ("MBO-VII")</b>		7) FCC Registration Number(FRN): <b>0006587125</b>	
8) Disclosable Interest Holder's Address: <b>767 Fifth Avenue, New York, NY 10153</b>			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):	9) Percent of Interest Held in Applicant: <b>16.6%</b>	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> ( X ) Voting <input type="checkbox"/> ( ) Non-Voting		10) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Direct shareholder</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by <b>Disclosable</b> Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO</b> Comxnunications, Inc. 1111 I Sunset Hills Road <b>Reston, VA 22102</b>	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89 128	Broadcasting		

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

9) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
10) Disclosable Interest Holder's Name (if entity): Forstmann Little & Co. Equity Partnership-VII, L.P. ("Equity-VII")		11) FCC Registration Number(FRN): 0006551725	
12) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) Type of interest in Applicant ( D ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):	11) Percent of Interest Held in Applicant: 14.2%	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  → ( X ) Voting ( ) Non-Voting		12) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Direct shareholder			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	I lb) Principal Business:	IIc) FCC Registration Number (FRN):	II d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

13) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
14) Disclosable Interest Holder's Name (if entity): FLC XXX Partnership, L.P. ("FLC XXX")		15) FCC Registration Number(FRN): <b>0006587224</b>	
16) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):	13) Percent of Interest Held in Applicant: 10.9% indirect	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list): <input checked="" type="checkbox"/> ( X ) Voting <input type="checkbox"/> ( ) Non-Voting		14) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): General partner of Equity-V, which is a direct shareholder of Applicant			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

17) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
18) Disclosable Interest Holder's Name (if entity): FLC XXXIII Partnership, L.P. ("FLC XXXIII")		19) FCC Registration Number(FRN): <b>0006587299</b>	
20) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) Type of Interest in Applicant ( L ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):	15) Percent of Interest Held in Applicant: 16.6% indirect	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting -- ( ) Non-Voting		16) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): General partner of MBO-VII, which is a direct shareholder of Applicant			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89 128	Broadcasting		



**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

21) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
22) Disclosable Interest Holder's Name (if entity): FLC XXX11 Partnership, L.P. ("FLC XXXII")		23) FCC Registration Number(FRN): 0006587414	
24) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10 153			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):	17) Percent of Interest Held in Applicant: 14.2% indirect	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  — ( X ) Voting ( ) Non-Voting		18) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): General partner of Equity-VII, which is a direct shareholder of Applicant			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

25) Disclosable Interest Holder's First Name (if individual): <b>Theodore</b>	MI: <b>J</b>	Last Name: <b>Forstmann</b>	Suffix:
26) Disclosable Interest Holder's Name (if entity):		27) FCC Registration Number(FRN): <b>00065875 13</b>	
28) Disclosable Interest Holder's Address: <b>767 Fifth Avenue, New York, NY 10153</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) Disclosable interest Holder is a (n): ( I ) (refer to instructions for list of codes):	19) Percent of Interest Held in Applicant: <b>20.2% actual indirect interest</b>	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting -- ( ) Non-Voting		20) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>A general partner of FLC XXX, FLC XXXIII and FLC XXXII, which are the respective general partners of Equity-V, MBO-VII and Equity-VII, which, in turn, are direct shareholders of Applicant</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO Communications, Inc.</b> 11111 Sunset Hills Road <b>Reston, VA 22102</b>	Telecommunications		
<b>Citadel Communications Corporation</b> City Center West, Suite 400 7201 Mead Boulevard <b>Las Vegas, NV 89128</b>	Broadcasting		

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

29) Disclosable Interest Holder's First Name (if individual): <b>Sandra</b>	MI: <b>J</b>	Last Name: <b>Horbach</b>	Suffix:
30) Disclosable Interest Holder's Name (if entity):		31) FCC Registration Number(FRN): <b>0006587570</b>	
32) Disclosable Interest Holder's Address: <b>767 Fifth Avenue, New York, NY 10153</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( I ) (refer to instructions for list of codes):	21) Percent of Interest Held in Applicant: <b>11.5% actual indirect interest</b>	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> ( X ) Voting <input type="checkbox"/> ( ) Non-Voting		22) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>A general partner of FLC XXX, FLC XXXI11 and FLC XXXII, which are the respective general partners of Equity-V, MBO-VII and Equity-VII, which, in turn, are direct shareholders of Applicant</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO Communications, Inc.</b> <b>11111 Sunset Hills Rbad</b> <b>Reston, VA 22102</b>	<b>Telecommunications</b>		
<b>Citadel Communications Corporation</b> <b>City Center West, Suite 400</b> <b>7201 Mead Boulevard</b> <b>Las Vegas, NV 89128</b>	<b>Broadcasting</b>		

## Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

33) Disclosable Interest Holder's First Name (if individual): Thomas	MI: H	Last Name: Lister	Suffix:
34) Disclosable Interest Holder's Name (if entity):		35) FCC Registration Number(FRN): 0006587687	
36) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( I ) (refer to instructions for list of codes):	23) Percent of Interest Held in Applicant: Less than 10% actual indirect interest	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> ( X ) Voting <input type="checkbox"/> ( ) Non-Voting		24) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): A general partner of FLC XXX, FLC XXXIII and FLC XXXII, which are the respective general partners of Equity-V, MBO-VII and Equity-VII, which, in turn, are direct shareholders of Applicant			

## Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

I la) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	I lb) Principal Business:	IIc) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

**Disclosable Interest Holder Information complete as many as required to describe all disclosable interest holders**

17) Disclosable Interest Holder's First Name (if individual): <b>Winston</b>	MI: <b>W</b>	Last Name: <b>Hutchins</b>	Suffix:
18) Disclosable Interest Holder's Name (if entity):		39) FCC Registration Number(FRN): <b>0006587695</b>	
40) Disclosable Interest Holder's Address: <b>767 Fifth Avenue, New York, NY 10153</b>			
5) Type of Interest in Applicant (1 ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( 1 ) (refer to instructions for list of codes):	25) Percent of Interest Held in Applicant: <b>Less than 10% actual indirect interest</b>	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting -- ( ) Non-Voting		26) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>A general partner of FLC XXX, FLC XXXIII and FLC XXXII, which are the respective general partners of Equity-V, MBO-VII and Equity-VII, which, in turn, are direct shareholders of Applicant</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO Commtnications, Inc.</b> 11111 Sunset Hills Road <b>Reston, VA 22102</b>	Telecommunications		
<b>Citadel Communications Corporation</b> City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89 128	Broadcasting		

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

41) Disclosable Interest Holder's First Name (if individual): <b>Jamie</b>	MI: <b>C</b>	Last Name: <b>Nicholls</b>	Suffix:
42) Disclosable Interest Holder's Name (if entity):		43) FCC Registration Number(FRN): <b>0006587729</b>	
44) Disclosable Interest Holder's Address: <b>767 Fifth Avenue, New York, NY 10153</b>			
5) Type of interest in Applicant ( I ) (refer to Instructions for list):	6) Disclosable interest Holder is a (n): ( I ) (refer to instructions for list of codes):	27) Percent of Interest Held in Applicant: <b>Less than 10% actual indirect interest</b>	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> ( X ) Voting <input type="checkbox"/> ( ) Non-Voting		28) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>A general partner of FLC XXXIII and FLC XXXII, which are the respective general partners of MBO-VII and Equity VII, which, in turn, are direct shareholders of Applicant</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO Communications, Inc.</b> 11111 Sunset Hills Road <b>Reston, VA 22102</b>	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

## Schedule for Disclosable Interest Holders

## Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

45) Disclosable Interest Holder's First Name (if individual): <b>Gordon</b>	M1: <b>A</b>	Last Name: <b>Holmes</b>	Suffix:
46) Disclosable Interest Holder's Name (if entity):		47) FCC Registration Number(FRN): <b>0006587828</b>	
48) Disclosable Interest Holder's Address: <b>767 Fifth Avenue, New York, NY 10153</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( I ) (refer to instructions for list of codes):	29) Percent of Interest Held in Applicant: <b>Less than 10% actual indirect interest</b>	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting -- ( ) Non-Voting		30) Disclosable Interest Holder's Country of Citizenship: <b>Ireland</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>A general partner of FLC XXXIII and FLC XXXII, which are the respective general partners of MBO-VII and Equity-VII, which, in turn, are direct shareholders of Applicant</b>			

## Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO Communications, Inc.</b> 11111 Sunset Hills Road <b>Reston, VA 22102</b>	Telecommunications		Less than 25% indirect
<b>Citadel Communications Corporation</b> City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		Less than 25% indirect